

National CineMedia, Inc.
Form SC 13D/A
March 24, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)**

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 3)

National CineMedia, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

635309107

(CUSIP Number)

Michael D. Cavalier

Senior Vice President, General Counsel and Secretary

Cinemark Holdings, Inc.

3900 Dallas Parkway, Suite 500

Plano, Texas 75093

(972) 665-1000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 13, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 635309107

1 Names of Reporting Persons

Cinemark Holdings, Inc.

2 Check the Appropriate Box if a Member of a Group (*see* Instructions)

(a) (b)
3 SEC Use Only

4 Source of Funds (*see* Instructions)

OO

5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e)

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6 Citizenship or Place of Organization

Delaware

Number of 7 Sole Voting Power

Shares

Beneficially 24,556,136 shares
8 Shared Voting Power

Owned by

Each

-0- shares
9 Sole Dispositive Power

Person

With 24,556,136 shares
10 Shared Dispositive Power

-0- shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person

24,556,136 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (*see* Instructions)

..

13 Percent of Class Represented by Amount in Row

29%

14 Type of Reporting Person (See Instructions)

HC

EXPLANATORY NOTE

This Amendment No. 3 (Amendment No. 3) amends the Schedule 13D first filed on March 28, 2011, and as amended (the Schedule 13D), by Cinemark Holdings, Inc. (the Reporting Person) with respect to the common stock, par value \$0.01 per share of the Issuer (the Common Stock). Capitalized terms used but not otherwise defined herein shall have their respective meanings under the Common Unit Adjustment Agreement or the Schedule 13D, as applicable.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended to add the following:

On March 13, 2014, pursuant to the Common Unit Adjustment Agreement, the Issuer notified the Reporting Person that on or about March 27, 2014, the Reporting Person shall receive, through its wholly-owned subsidiary, Cinemark USA, Inc., 557,631 newly issued NCM Units in accordance with the 2013 Annual Adjustment.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

The Reporting Person acquired the NCM Units referred to in Item 3 of this Amendment No. 3, in accordance with the 2013 Annual Adjustment, for investment purposes pursuant to the terms of the Common Unit Adjustment Agreement.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended as follows:

(a) Including the NCM Units referred to in this Amendment No. 3, the Reporting Person, through its wholly-owned subsidiary, Cinemark USA, Inc., currently may be deemed to beneficially own 24,556,136 shares of Common Stock. Cinemark's beneficial ownership of 24,556,136 shares of Common Stock equals approximately 29% of the Issuer's issued and outstanding shares of Common Stock on an as-converted basis as of the filing date.

Neither the filing of this Amendment No. 3 nor any of its contents shall be deemed to constitute an admission that any executive officer or director of the Reporting Person or any of its subsidiaries listed on Schedule A hereto, is the beneficial owner of the Common Stock subject of this Amendment No. 3 for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Schedule A
Directors and Executive Officers

The name, principal occupation and business address of each director and executive officer of the reporting Person are set forth below. All of the persons listed below are citizens of the United States of America, unless otherwise indicated.

| Name | Business Address | Present Principal Occupation and Position(s) with Reporting Person |
|-----------------------|--|---|
| Vahe A. Dombalagian | Three First National Plaza, Suite 4600 Chicago, IL 60602 | Managing Director of Madison Dearborn Partners, LLC Director of Reporting Person |
| Peter R. Ezersky | 1065 Avenue of the Americas, 34 th Floor New York, NY 10018 | Managing Principal of Quadrangle Group LLC Director of Reporting Person |
| Carlos M. Sepulveda | 12770 Merit Dr., Suite 1000 Dallas, TX 75251 | President and CEO of Interstate Battery System International, Inc. Director of Reporting Person |
| Benjamin D. Chereskin | 400 N. Michigan Ave., Suite 620 Chicago, IL 60611 | President of Profile Management LLC Director of Reporting Person |
| Raymond W. Syufy | 150 Pelican Way San Rafael, CA 94901 | CEO of Syufy Enterprises Director of Reporting Person |
| Steven P. Rosenberg | 1480 Justin Rd. Rockwall, TX 75087 | President of SPR Ventures Inc. Director of Reporting Person |
| Enrique F. Senior | 711 Fifth Avenue New York, NY 10022 | Managing Director of Allen & Company LLC Director of Reporting Person |
| Donald G. Soderquist | 201 S. 19 th Street, Suite P Rogers, AR 72758 | Motivational Speaker and Business Counselor for OnCourse, LLC Director of Reporting Person |
| Roger T. Staubach | 8343 Douglas Avenue #100 Dallas, TX 75225 | Executive Chairman of Jones Lang LaSalle Director of Reporting Person |
| Lee Roy Mitchell | 3900 Dallas Parkway, Suite 500 | Executive Chairman of the Board |

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| Tim Warner | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | Chief Executive Officer |
| Robert Copple | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | President; Chief Operating Officer; Chief Financial Officer; Treasurer; Assistant Secretary |
| Valmir Fernandes | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | President Cinemark International, L.L.C |
| Michael Cavalier | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | Citizen of Brazil Executive Vice President General Counsel; Secretary |
| Tom Owens | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | Executive Vice President Real Estate |
| Steve Bunnell | Plano, TX 75093 3900 Dallas Parkway, Suite 500 | Executive Vice President Global Content Programming |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 24, 2014

CINEMARK HOLDINGS, INC

By: /s/ Michael D. Cavalier

Name: Michael D. Cavalier

Title: Executive Vice President General Counsel and
Secretary